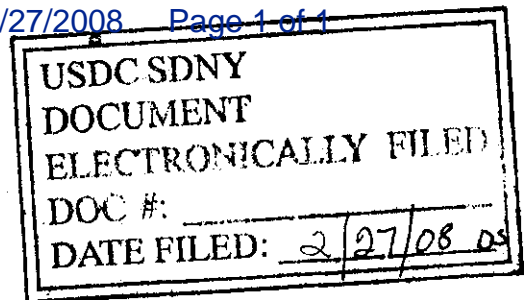


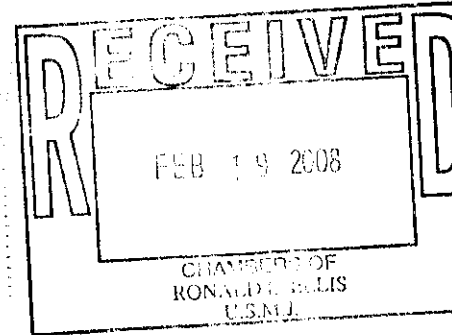
PainCare Holdings, Inc.
1030 North Orange Avenue
Suite 105
Orlando, Florida 32801
407-367-0944
Fax: 407-367-0552
ameyer@paincareinc.com



February 15, 2008

VIA OVERNIGHT MAIL

The Honorable Ronald L. Ellis
United State Magistrate Judge
500 Pearl Street
Room 18D
New York, New York 10007



RE: Shepherd Investments International v. PainCare Holdings, Inc.
Case No.: 07-CIV-9836(SAS)(RLE)

Dear Judge Ellis:

Please accept the attached Motion For Adjournment of Settlement Conference regarding the above captioned matter which is currently scheduled for February 21, 2008 at 10:00 a.m. The undersigned has an unavoidable scheduling conflict and conferred with Plaintiff's counsel prior to bringing this motion. Plaintiff's counsel has no objection to an adjournment. Please also be advised that the parties have once again initiated settlement discussions and respectfully request the Court re-schedule the settlement conference upon its next available date within the next two to three weeks. A proposed Order is also enclosed for your convenience.

Thank you for your cooperating with this matter.

Sincerely,

Albert R. Meyer
General Counsel
PainCare Holdings, Inc.

Cc Christopher Green, Ropes and Gray (via email)
Jeff Palmer, Ropes and Gray (via email)

*Conference adjourned to
April 8, 2008
at 2:00 p.m.*

SO ORDERED

Ronald L. Ellis 2-27-08
MAGISTRATE JUDGE RONALD L. ELLIS